

**MIDWEST RENEWABLE ENERGY ASSOCIATION
BYLAWS**

Last modified: 12/05/2016

ARTICLE 1. NAME AND LOCATION

The name of this corporation shall be “The Midwest Renewable Energy Association.”
The office of the Corporation shall be at 7558 Deer Rd., Custer, WI 54423.

ARTICLE 2. PURPOSE

The purposes of this corporation shall be to engage in any lawful activities authorized by Chapter 181 of the Wisconsin Statutes and shall include, but not be limited to promoting renewable energy, energy efficiency, and sustainable living through education and demonstration.

ARTICLE 3. MEMBERSHIP

SECTION 1. MEMBERSHIP REQUIREMENTS

Membership is open to all entities and all persons regardless of race, sex, age, sexual orientation, religion, marital status, or national origin.

SECTION 2. VOTING MEMBERS

Voting privileges shall be granted to those persons who are paid in full MREA members, at the time voting occurs.

ARTICLE 4. GOVERNMENT

SECTION 1. GENERAL MEMBERSHIP MEETINGS

The General Membership Meeting (GMM) shall be held annually, with the Board of Directors (BOD) determining the exact day, time, and place.

SECTION 2. SPECIAL MEETINGS

Special General Membership Meetings (SGMM) of the corporation may be called by the President, a majority of the BOD, or upon written request of twenty (20) percent of the voting members.

SECTION 3. MEMBERSHIP MEETING FOR ELECTIONS

A Membership Meeting for Elections (MME) will be held within 60 days of the start of the calendar year as outlined in Article 9. Section 1. The purpose of this meeting is to elect the Board of Directors and to ratify by law changes and policy making decisions of the BOD.

SECTION 4. NOTICE OF GMM & MME MEETINGS

Notice of any General Membership Meetings and/or Membership Meetings for Elections shall be placed in an appropriate publication or corporate newsletter no less than 10 days and no more than 120 days prior to the date of such meetings.

SECTION 5. QUORUM

A quorum for any meeting of the corporation for decision making purposes shall consist of 40% of the BOD members.

SECTION 6. DECISION MAKING

A consensus will be attempted for all decisions. If consensus cannot be reached, a simple majority of voting members shall carry proposals. Voting shall be by ballot or by a show of hands, as the need dictates.

ARTICLE 5. GENERAL MEMBERSHIP MEETINGS

SECTION 1. PURPOSE

The purpose of the GMM shall include, but not be limited to the following: to give the general members a forum with which to express their opinions and views; to provide an opportunity for the BOD to seek feedback from the general members; and to provide update of the corporations current status.

SECTION 2. VOTING

Voting shall be conducted as outlined in Article 4, Section 6 and in Article 6

ARTICLE 6. BOARD OF DIRECTORS

SECTION 1. ELECTIONS

- A. TIME: Election of members to the BOD shall take place at the Membership Meeting for Elections (MME), to be held within 60 days of the new calendar year as outlined in Article 9, Section 1. The exact date, time, and location of the meeting shall be determined by the Board of Directors.
- B. NOMINATIONS: Written nominations of the BOD shall be closed 30 days prior to the election. Written nominations for BOD Officers shall be closed 5 days prior to the election of BOD Officers. Election of write in nominees for BOD will be accepted.
- C. ABSENTEE BALLOTS: Absentee ballots shall be available 20 days before the MME and must be received by the staff by the time of the MME.
- D. REPRESENTATION: Membership shall strive to elect to the BOD persons from a cross-section of the community.
- E. ELIGIBILITY: Any person seeking election to the BOD must be a member in good standing of the corporation. MREA staff, excluding the Executive Director, may not hold either elected or appointed BOD seats.
- F. ELECTION OF BOD MEMBERS: Ballots for BOD Members shall be in the form listing all individuals running for elections and including a space for write in candidates. Voting members may vote for a maximum of five or six individuals depending on the number of seats up for election. There will be six seats up for election on even number years, and five seats up for election on odd number years. Any ballot with more than maximum allowable votes shall be discarded. To be elected, each Member must receive at least a simple majority of votes for him or her compared to the total number of ballots cast. The individuals receiving the greatest number of votes, assuming that each receives at least a simple majority, shall be elected to the BOD.
- G. APPOINTMENT OF BOD MEMBERS: Appointment of BOD Members by the sitting BOD shall be by a majority of the BOD.
- H. ELECTION OF BOD OFFICERS: Ballots for BOD Officers shall be in the form as to identify each individual who is running for each specific office and shall include a space for possible write in candidates for each office. Members of the BOD shall vote for one individual for each office. To be elected, Officers must receive at least a simple majority of votes cast for the office. If a simple majority is not reached for a specific office in the first election, a second election shall be held for that office and shall be limited to the top two vote receivers from the first election.

SECTION 2. TERMS

- A. **LENGTH:** Terms shall be for two (2) years.
- B. **NUMBER OF TERMS:** Board members can serve for three consecutive elected and/or appointed terms and then must rotate off for a minimum of one year

SECTION 3. VACANCIES

Vacancies may be filled by appointment by a majority of the BOD. Such appointed members shall serve the full term of the seat to which they are appointed. Such appointed member must meet criteria in Article 6, Section 1E.

SECTION 4. RIGHTS AND DUTIES OF THE BOD

- A. **MANAGEMENT OF CORPORATE AFFAIRS:** The general management of the corporation shall be vested in the BOD.
- B. **NUMBER OF DIRECTORS:** The BOD shall be comprised of not more than sixteen (16) members. A maximum of eleven (11) members may be elected, and a maximum of four (4) members may be appointed. The MREA Executive Director shall have a standing membership on the BOD. On even numbered years a maximum of six (6) members may be elected to the BOD (as outlined in Article 6, Section 1, Part F), and a maximum of two (2) members may be appointed to the BOD. On odd numbered years a maximum of five (5) members may be elected to the BOD (as outlined in Article 6 , Section 1, Part F), and a maximum of two (2) members may be appointed to the BOD.
- C. **VOTING:**
1. Each member of the BOD and the MREA Executive Director shall have the right to discuss and vote on matters that come before the BOD. Each individual BOD member and the MREA Executive Director shall have one (1) vote.
 2. Absentee votes or votes by proxy shall not be permitted.
 3. The MREA staff shall have the right to one (1) collective vote on matters that come before the BOD. The staff shall be given the ability to caucus to determine the outcome of their vote. Staff will decide on the vote by consensus. If consensus can not be reached, the staff will decide the issue by simple majority vote.
 4. Per the Conflict of Interest Policy, BOD members, the MREA Executive Director, and staff will abstain from voting on matters relating to their own compensation, benefits, or any other matter where there is a conflict of interest.

- D. ATTENDANCE: BOD members failing to attend three (3) consecutive meetings or one half of the meetings in one (1) twelve (12) month period, without just cause, shall forfeit his or her membership on the BOD (as determined by the BOD).
- E. REMOVAL: Removal of a board member will be by two-thirds (2/3) vote of the full BOD.
- F. ASES MEMBERSHIP: Being a chapter of the American Solar Energy Society, each board member shall be a member of ASES. Board members may request MREA cover membership dues on an annual basis.

SECTION 5. MEETINGS

- A. FREQUENCY: BOD meetings shall be held at least annually. Meetings may be open to MREA members and/or the public, or may be closed, as determined by consensus of or, if need be, a simple majority of the BOD. Board members may participate at BOD meetings remotely as permitted by law.
- B. QUORUM: Business may not be conducted unless a quorum of 40% of the BOD members is present.
- C. DECISION MAKING: A consensus will be attempted for all BOD decisions. If consensus cannot be reached, a simple majority of voting members shall carry proposals. Voting shall be by ballot or by a show of hands, as the need dictates.
- D. AGENDAS:
 - 1. POSTING: Proposed agendas including any bylaw changes or corporate article changes must be forwarded to all BOD members at least seven (7) days before the meeting.
 - 2. MINUTES: Minutes of all BOD meetings, GMM's, SGMM's, and MME's shall be forwarded to all BOD members at least seven (7) days before the next BOD meeting. All Minutes shall be available to the general members by request.

SECTION 6. OFFICERS

- A. PRINCIPAL OFFICERS: The principal officers of the BOD shall be the President, Vice-President, Secretary, and Financial Officer.
- B. ELECTIONS: The BOD officers shall be elected by the BOD members at the first BOD meeting following the Membership Meeting for Elections.

C. VACANCIES: Any officer vacancy shall be filled at the first meeting following the vacancy. The BOD will make nominations for the open position. Candidates for office must be members of the current sitting BOD. Ballots for officer position will be created in a form that identifies each individual who is running for the office and shall include a space for possible write-in candidates. Members of the BOD shall vote for one individual for the vacant office. To be elected, an individual must receive at least a simple majority of votes cast for the office. If a simple majority is not reached in the first election, a second election shall be held and shall be limited to the top two vote receivers from the first election.

D. REMOVAL: Any BOD officer may be removed from office by the BOD with a simple majority vote of the full board when that removal is deemed to be in the best interest of the corporation.

SECTION 7. COMMITTEES

A. STANDING COMMITTEES: The Executive Committee, consisting of the four principal officers, shall be the standing committee of the BOD.

B. AD HOC COMMITTEES: Ad Hoc committees for any purpose may be formed and/or dissolved by decision of the BOD.

ARTICLE 7. RIGHTS OF THE BOD OFFICERS

SECTION 1. PRESIDENT

The President of the BOD shall serve as the principal executive officer of the corporation and, as authorized by the BOD, shall sign, execute, and acknowledge all deeds, contracts, leases, reports, and other documents necessary for the operation of the corporation. The Financial Officer may sign, execute, and acknowledge all deeds, contracts, leases, reports, and other documents in the absence of the President. All actions of the President including financial liability require prior approval of the BOD or the Executive Committee. The President shall also serve as Facilitator of the GMM and MME and co-facilitator at BOD meetings. The President may appoint, with the approval of the BOD, any agent to perform any or all the clerical duties assigned to the President without relinquishing responsibility thereof.

SECTION 2. VICE-PRESIDENT

In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President. The Vice-President will also serve as the Personnel Director for the BOD. This person shall oversee all

hiring, firing, conflict resolution, and evaluations regarding the Executive Director. The Vice-President shall also serve as co-facilitator at the BOD meetings. The Vice President may appoint, with the approval of the BOD, any agent to perform any or all the clerical duties assigned to the Vice President without relinquishing responsibility thereof.

SECTION 3. SECRETARY

The Secretary shall:

- A. The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meeting and assuring that corporate records are maintained.
- B. See that all notices of meeting and bylaw changes are duly given in accordance with the bylaws or as required by law.
- C. Be custodian of the corporate records, including a register of the names and addresses of each member, which shall be furnished to the secretary by each member.
- D. Appoint, with the approval of the BOD, any agent to perform any or all the clerical duties assigned to the Secretary without relinquishing responsibility thereof.

SECTION 4. FINANCIAL OFFICER

The Financial officer in the coordination with a manager or employees (if any) shall:

- A. Have charge and custody of all corporate funds, and securities.
- B. Receive and give receipts for monies due and payable to the corporation from any legal source.
- C. Appoint, with the approval of the BOD, any agent to perform any or all the clerical duties assigned to the Financial Officer without relinquishing responsibility thereof.

ARTICLE 8. STANDING COMMITTEE OF THE BOD

EXECUTIVE COMMITTEE: The Executive Committee shall consist of the officers of the BOD and the Executive Director or Directors and shall be for those decisions necessary for the continuance of the business of the Corporation when a quorum of the BOD cannot be assembled. All decisions of the Executive Committee shall be by

simple majority and shall be subject to review at the next regularly scheduled BOD meeting.

ARTICLE 9. FINANCES

SECTION 1. FISCAL YEAR

The fiscal year shall be from July 1 to June 30.

SECTION 2. CONTRACTS

The BOD may authorize a person or employee to enter into any contracts on behalf of the Corporation. Such authority may be general in nature or confined to specific instances.

SECTION 3. LOANS

Loans shall be contracted only with the BOD's specific authorization.

SECTION 4. CHECKS, DRAFTS

All checks, drafts or other orders for payment of incidental day-to-day expenses shall be signed by the Financial Officer or his/her agent(s). All expenses, above the authorized spending limit require approval of the BOD or Executive Committee.

SECTION 5. DEPOSITS

All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such Banks, Trust Companies or other depositories as determined by the BOD.

ARTICLE 10. AMENDMENTS

These bylaws may be amended by a two-thirds vote of the BOD present if consensus cannot be reached. Any changes shall be effective immediately and shall be ratified at the next MME by a simple majority of attending members.

ARTICLE 11. DISSOLUTION

Upon dissolution of this Corporation, all debts, liabilities and liens shall be met first, and all remaining Corporate assets shall be distributed in accordance with Chapter 181 of the Wisconsin State Statutes.

ARTICLE 12. AFFILIATION

SECTION 1. AMERICAN SOLAR ENERGY SOCIETY

This organization shall be affiliated as a Chapter of the American Solar Energy Society. It shall maintain the requirements for such affiliation as prescribed in Article XI of the By-Laws of the American Solar Energy Society. (See Addendum 1.) The Chapter boundaries for the purposed of affiliation with ASES shall include Iowa, Illinois, Indiana, Michigan, and Wisconsin.

ADDENDUM 1

(Article XI Chapter from By-Laws of the ASES)

ARTICLE XI. CHAPTERS

Section 1: It shall be the policy of ASES to encourage the formation of Chapters within the boundaries of ASES. Such Chapters shall be self-governing, subject only to such limitations as may be necessitated by the Articles of Incorporation, these By-Laws, and stated policies of ASES.

Section 2: The formation of a Chapter shall be the result of the wishes and initiative of at least 20 ASES members residing within the area, the geographical boundaries of which are to be clearly defined. Proposers of a Chapter shall submit to the Board of Directors a charter petition containing the By-Laws under which the Chapter will operate. The By-Laws shall include a clear definition of the geographical boundaries of the Chapter. This petition must be signed by at least 20 ASES members who reside within the Chapter boundaries, and must include a copy of the Articles of Incorporation of the Chapter.

Section 3: The formal establishment of a Chapter shall be approved by the Board, when all the conditions pertaining thereto have been presented.

Section 4: No Chapter shall have authority to represent ASES officially or to incur any expense in the name of ASES, except as may be authorized in each instance by the Board of Directors of ASES.

Section 5: Provided at least 20 of a Chapter's members are also ASES members, a Chapter may include persons who are not members of ASES.... For continuing Chapter status, each Chapter must maintain at least 10 percent membership in ASES. In addition, each Chapter must submit an annual report containing information about membership, officers, and sub-chapters or affiliate groups, as specified by the (ASES) Board. Failure of the Chapter to fulfill its membership and reporting requirements shall cause the status of the Chapter to be reviewed by the Board. If satisfactory response has not been obtained within six months from the due date of the report, the Board, at its discretion, may terminate status of the Chapter. The annual report will

include: (1) the names and addresses and phone numbers of each officer, board member and staff person; (2) the address and phone number of the Chapter office, if any; (3) a list of the membership with ASES identification; and (4) a list of sub-chapters or affiliate groups.

Section 6: Each Chapter shall work with the Secretary, in keeping ASES Headquarters informed concerning solar, energy interests, activities and progress in its area. All Chapters shall assist ASES headquarters in obtaining increased participation in ASES activities and in increasing ASES membership.

Section 7: The officers of each Chapter shall maintain membership rolls and report these rolls annually to ASES Headquarters.

Section 8: The Chapters shall have a coordinating body called the Chapter Caucus, which shall consist of two delegates from each Chapter with each delegate having one vote. Delegates shall be designated by the Board of Directors of the Chapter, or in the absence of Board action, by the Chapter Chair or President.

The Chapter Caucus shall meet annually in conjunction with the annual general meeting of ASES. The Secretary of ASES shall schedule the meeting of the Chapter Caucus and notify each Chapter of the time and place of the meeting at least three weeks prior to the meeting. The Secretary shall also convene the meeting at the appointed time and preside during the seating of the delegates and the election of a Chair ProTem for the meeting. This Chair shall then conduct the business meeting of the Caucus, including the election of nominees for the Board of ASES representing the Chapter, and any other business deemed appropriate by the Caucus. The Reporter shall prepare a report of the meeting, including the names of the Board nominees elected by the Delegates, and submit this report to the Secretary of ASES.